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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER WITHDRAWING
WITH PREJUDICE PROOF OF CLAIM NUMBERS 11886 AND 13570
(ARTHUR P. PAWLOWSKI)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Arthur P. Pawlowski ("Pawlowski") respectfully submit this Joint Stipulation And Agreed Order Withdrawing With Prejudice Proof Of Claim Numbers 11886 And 13570 ("Arthur P. Pawlowski") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, Devarajan Ranganathan ("Ranganathan") is an employee of Delphi Automotive Systems PVT. LTD in India. At the time of the accident, Ranganathan was in the Lockport, New York area on company business.

WHEREAS, on or about August 12, 2005, Pawlowski alleges a collision occurred between vehicles driven by Messrs. Pawlowski and Ranganathan, causing Pawlowski to sustain serious bodily injuries.

WHEREAS, on or about July 27, 2006, Pawlowski filed a Summons and Complaint in the State of New York, Supreme Court – County of Niagara, Index No. 126753, captioned ARTHUR P. PAWLOWSKI AND PAMELA PAWLOWSKI, vs. SNORAC INC. a/k/a ENTERPRISE RENT-A-CAR; DELPHI AUTOMOTIVE SYSTEMS PVT. LTD; AND DEVARANJAN RANGANATHAN (the "Lawsuit").

WHEREAS, on July 28, 2006, Pawlowski filed proof of claim number 11886 against Delphi, asserting an unsecured non-priority claim in the amount of \$950,000.00 ("Claim 11886") arising from alleged personal injury.

WHEREAS, on July 31, 2006, Pawlowski filed proof of claim number 13570 against Delphi Automotive Systems (Holding), Inc., asserting an unsecured non-priority claim in the amount of \$2,000,000.00 ("Claim 13570", together with Claim 11886, the "Claims") arising from alleged personal injury.

WHEREAS, at the time of the accident, Delphi Automotive Systems PVT. LTD and its employee, Ranganathan, were insured under Delphi Automotive Systems LLC's automobile insurance policy, ACE American Insurance Company, which affords coverage up to \$5,000,000.00 dollars.

WHEREAS, on or about August 1, 2007, Delphi Automotive Systems PVT. LTD filed its Memorandum of Law in Support of its Opposition to Strike Affirmative Defense and Cross Motion to Dismiss in the County of Niagara, State of New York.

WHEREAS, in the interest of streamlining the litigation process for all parties involved, the parties have reached an accord as set forth in a letter dated September 7, 2007.

WHEREAS, Delphi Automotive Systems PVT. LTD will withdraw its Memorandum of Law in Support of its Opposition to Strike Affirmative Defense and Cross Motion to Dismiss in the County of Niagara, State of New York.

WHEREAS, Pawlowski will withdraw Claim 11886 and Claim 13570 from the Bankruptcy Court with prejudice.

WHEREAS, Pawlowski will dismiss Delphi Automotive Systems PVT. LTD from the lawsuit in the County of Niagara, State of New York with prejudice. The lawsuit will remain active as to Ranganathan.

THEREFORE, the Debtors and Pawlowski stipulate and agree as follows:

1. Claim 11886 shall be withdrawn with prejudice.

2. Claim 13570 shall be withdrawn with prejudice.
3. Pawlowski will dismiss Delphi Automotive Systems PVT. LTD from the lawsuit in the County of Niagara, State of New York.
4. Delphi Automotive Systems PVT. LTD will withdraw its Memorandum of Law in Support of its Opposition to Strike Affirmative Defense and Cross Motion to Dismiss in the County of Niagara, State of New York.

So Ordered in New York, New York, this 30th day of October, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John Wm. Butler, Jr.

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